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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2011

Open to Public
Inspection

A For the 2011 calendar year, or tax year beginning 07/01/11, and ending 06/30/12

B Check if applicable

- Address change
- Name change
- Initial return
- Terminated
- Amended return
- Application pending

C Name of organization

MID-ATLANTIC BROADBAND COOPERATIVE

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

1100 CONFROY DRIVE, SUITE 4

City or town, state or country, and ZIP + 4

SOUTH BOSTON VA 24592

D Employer identification number

27-0076588

E Telephone number

434-570-1311

G Gross receipts \$ 6,315,097

F Name and address of principal officer

THOMAS A DERISO
1100 CONFROY DRIVE, SUITE 4
SOUTH BOSTON VA 24592H(a) Is this a group return for affiliates? Yes NoH(b) Are all affiliates included? Yes No

If "No," attach a list (see instructions)

I Tax-exempt status 501(c)(3) 501(c) (12) (insert no) 4947(a)(1) or 527

J Website ► WWW.MBC-VA.COM

K Form of organization Corporation Trust Association Other ►

L Year of formation 2004

M State of legal domicile VA

Part I Summary

1 Briefly describe the organization's mission or most significant activities:

See Schedule O

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

3 11

4 Number of independent voting members of the governing body (Part VI, line 1b)

4 11

5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)

5 21

6 Total number of volunteers (estimate if necessary)

6 0

7a Total unrelated business revenue from Part VIII, column (C), line 12

7a 0

b Net unrelated business taxable income from Form 990-T, line 34

7b 0

8 Contributions and grants (Part VIII, line 1h)

Prior Year

448,829 452,383

9 Program service revenue (Part VIII, line 2g)

Current Year

4,552,305 5,846,621

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

5 831

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

6,747 8,538

12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)

5,015,712 6,315,097

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

0 0

14 Benefits paid to or for members (Part IX, column (A), line 4)

0 0

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

1,339,369 1,707,660

16a Professional fundraising fees (Part IX, column (A), line 11e)

0 0

b Total fundraising expenses (Part IX, column (D), line 25) ►

0

17 Other expenses (Part IX, column (A), lines 11a–11d + 11f–24e)

2,659,798 3,732,346

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

3,999,167 5,440,006

19 Revenue less expenses Subtract line 18 from line 12

1,016,545 875,091

Net Assets or Fund Balances

Beginning of Current Year

9,962,764 14,672,540

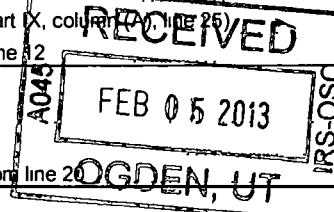
20 Total assets (Part X, line 16)

4,986,309 9,254,994

21 Total liabilities (Part X, line 26)

4,976,455 5,417,546

22 Net assets or fund balances Subtract line 21 from line 20



Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer

Date 2-4-13

GREGORY J LYTZ

Vice President of Finance

Type or print name and title

Paid Preparer Use Only

Preparer's name

Preparer's signature

Date 02/04/13
Check if self-employed

PTIN

Firm's name

Firm's EIN

Firm's address

Phone no

May the IRS discuss this return with the preparer shown above? (see instructions)

Yes No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

DAA

G13

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission.

See Schedule O2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code:) (Expenses \$) including grants of \$) (Revenue \$)

OPTICAL TRANSPORT SERVICES - DEDICATED DIGITAL TRANSPORT INTERNET SERVICES PROVIDED TO UNSERVED AND UNDERSERVED AREAS OF SOUTHERN VIRGINIA. THE OPEN ACCESS FIBER-OPTIC NETWORK PROVIDES ACCESS FOR RURAL VIRGINIA AND PROMOTES ECONOMIC DEVELOPMENT, PRIVATE INVESTMENT, AND JOB CREATION.

4b (Code:) (Expenses \$) including grants of \$) (Revenue \$)

4c (Code) (Expenses \$) including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)

(Expenses \$) including grants of \$) (Revenue \$)

4e Total program service expenses ►

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	X
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	X
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):	28a	X
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34	X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	35a	X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b	X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36	X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O		

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V

1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable 1a 11
 b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable 1b 0

1c

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 2a 21
 b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)

3a Did the organization have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O

4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?
 b If "Yes," enter the name of the foreign country: ►
 See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts

5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?
 b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?
 c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?

6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?
 b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?

7 **Organizations that may receive deductible contributions under section 170(c).**
 a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?
 b If "Yes," did the organization notify the donor of the value of the goods or services provided?
 c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?
 d If "Yes," indicate the number of Forms 8282 filed during the year 7d
 e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
 f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
 g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?
 h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?

8 **Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?

9 **Sponsoring organizations maintaining donor advised funds.**
 a Did the organization make any taxable distributions under section 4966?
 b Did the organization make a distribution to a donor, donor advisor, or related person?

10 **Section 501(c)(7) organizations.** Enter:
 a Initiation fees and capital contributions included on Part VIII, line 12
 b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10a
10b

11 **Section 501(c)(12) organizations.** Enter:
 a Gross income from members or shareholders
 b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) 11a 5,663,328
11b 183,293

12a **Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?
 b If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b

13 **Section 501(c)(29) qualified nonprofit health insurance issuers.**
 a Is the organization licensed to issue qualified health plans in more than one state?
 b Note. See the instructions for additional information the organization must report on Schedule O
 c Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b
13c

14a Did the organization receive any payments for indoor tanning services during the tax year?
 b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O 14a
14b

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.

1b Enter the number of voting members included in line 1a, above, who are independent

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Did the organization have members or stockholders?

7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:

a The governing body?

b Each committee with authority to act on behalf of the governing body?

9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

	Yes	No
1a	11	
1b	11	
2		X
3		X
4		X
5		X
6	X	
7a	X	
7b		X
8a	X	
8b	X	
9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

10a Did the organization have local chapters, branches, or affiliates?

b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b Describe in Schedule O the process, if any, used by the organization to review this Form 990

12a Did the organization have a written conflict of interest policy? If "No," go to line 13

b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done

13 Did the organization have a written whistleblower policy?

14 Did the organization have a written document retention and destruction policy?

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?

a The organization's CEO, Executive Director, or top management official

b Other officers or key employees of the organization

If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?

b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

	Yes	No
10a		X
10b		
11a	X	
12a	X	
12b	X	
12c	X	
13		X
14	X	
15a	X	
15b	X	
16a		X
16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► **None**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply

Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► **GREGORY LYTZ**

1100 CONFROY DRIVE, SUITE 4

VA 24592

434-570-1311

Form 990 (2011) **MID-ATLANTIC BROADBAND COOPERATIVE** 27-0076588

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee"
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors; institutional trustees; officers, key employees; highest compensated employees, and former such persons.

Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or director	Individual trustee	Institutional trustee	Officer	Key employee			
(1) ERNEST R LAIL CHAIRMAN	1.00	X		X			4,150	0	0
(2) DAVID HUGGINS VICE CHAIRMAN	1.00	X		X			1,750	0	0
(3) BRYAN DAVID DIRECTOR	1.00	X					1,750	0	0
(4) GARY WALKER DIRECTOR	1.00	X					1,650	0	0
(5) WANDA JEFFRESS DIRECTOR	1.00	X					1,550	0	0
(6) FRANK MOORE TREASURER	1.00	X		X			0	0	0
(7) MARK D HEATH DIRECTOR	1.00	X					0	0	0
(8) GLEN SKINNER DIRECTOR	1.00	X					0	0	0
(9) EARVING BLYTHE Director	1.00	X					0	0	0
(10) DUANE DAHLQUIST DIRECTOR	1.00	X					0	0	0
(11) BEN DAVENPORT DIRECTOR	1.00	X					0	0	0
(12) THOMAS DERISO PRESIDENT & CEO	40.00			X			185,398	0	0
(13) GRAHAM RAMSEY SECRETARY	40.00			X			118,545	0	0
(14) GREGORY LYTZ Vice President	40.00			X			102,002	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Former or director or trustee Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15)									
(16)									
(17)									
(18)									
(19)									
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									
1b Sub-total							416,795		
c Total from continuation sheets to Part VII, Section A									
d Total (add lines 1b and 1c)							416,795		
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ►	0								

		Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	X	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	X	

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
RACO, INC. PO BOX 265 GRETNNA VA 24557	CONSTRUCTION	3,218,651
LAMBERTS CABLE SPLICING PO BOX 563 SHARPSBURG NC 27878	CONSTRUCTION	3,173,390
CCI SYSTEMS 105 KENT ST IRON MOUNTAIN MI 49801	CONSTRUCTION	3,084,288
NICHOLS CONSTRUCTION 455 INDUST DR CHRISTIANSBURG VA 24073	CONSTRUCTION	2,763,959
BETTER CABLE SYSTEMS PO BOX 1117 ROXBORO NC 27573	CONSTRUCTION	1,172,137

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts						
1a Federated campaigns	1a					
b Membership dues	1b					
c Fundraising events	1c					
d Related organizations	1d					
e Government grants (contributions)	1e	452,383				
f All other contributions, gifts, grants, and similar amounts not included above	1f	0				
g Noncash contributions included in lines 1a-1f		\$				
h Total. Add lines 1a-1f		►	452,383			
Program Service Revenue						
2a Program Service Revenue		Busn. Code				
b			5,846,621	5,846,621		
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f		►	5,846,621			
3 Investment income (including dividends, interest, and other similar amounts)			7,555			7,555
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6a Gross rents	(i) Real	(ii) Personal				
b Less rental exps						
c Rental inc or (loss)						
d Net rental income or (loss)		►				
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b Less cost or other basis & sales exps						
c Gain or (loss)						
d Net gain or (loss)		►				
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a					
b Less direct expenses	b					
c Net income or (loss) from fundraising events		►				
9a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses	b					
c Net income or (loss) from gaming activities		►				
10a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory		►				
Miscellaneous Revenue		Busn. Code				
11a Other Revenue			8,538			8,538
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		►	8,538			
12 Total revenue. See instructions		►	6,315,097	5,846,621	0	16,093

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	525,834			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	792,511	0		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	106,058	0		
9 Other employee benefits	194,132	0		
10 Payroll taxes	89,125	0		
11 Fees for services (non-employees)				
a Management				
b Legal	231,508	0		
c Accounting	84,617	0		
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	310,616	0		
12 Advertising and promotion	354,197	0		
13 Office expenses	33,131	0		
14 Information technology	30,759	0		
15 Royalties				
16 Occupancy	218,747	0		
17 Travel	164,908	0		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	56,368	0		
20 Interest	3,880	0		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	185,836	0	.	
23 Insurance	35,991	0		
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a NETWORK OPERATIONS	1,842,607	0		
b BUSINESS DEVELOPMENT	108,429	0		
c MISCELLANEOUS	70,752	0		
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	5,440,006	0	0	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
1	Cash—non-interest bearing	3,599,142	1	3,411,538
2	Savings and temporary cash investments	1,500,000	2	1,500,000
3	Pledges and grants receivable, net	3,023,105	3	4,639,491
4	Accounts receivable, net	348,932	4	607,945
5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
7	Notes and loans receivable, net		7	
8	Inventories for sale or use	203,499	8	157,550
9	Prepaid expenses and deferred charges	66,037	9	345,720
10a	Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a 4,304,161		
b	Less accumulated depreciation	10b 352,849	10c 1,171,603	10c 3,951,312
11	Investments—publicly traded securities		11	
12	Investments—other securities See Part IV, line 11		12	
13	Investments—program-related. See Part IV, line 11		13	
14	Intangible assets		14	
15	Other assets See Part IV, line 11	50,446	15	58,984
16	Total assets. Add lines 1 through 15 (must equal line 34)	9,962,764	16	14,672,540
17	Accounts payable and accrued expenses	3,456,589	17	5,965,794
18	Grants payable		18	
19	Deferred revenue	1,173,611	19	1,536,850
20	Tax-exempt bond liabilities		20	
21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
23	Secured mortgages and notes payable to unrelated third parties		23	
24	Unsecured notes and loans payable to unrelated third parties	356,109	24	1,752,350
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
26	Total liabilities. Add lines 17 through 25	4,986,309	26	9,254,994
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 30 through 34.			
30	Capital stock or trust principal, or current funds	47,000	30	33,000
31	Paid-in or capital surplus, or land, building, or equipment fund		31	
32	Retained earnings, endowment, accumulated income, or other funds	4,929,455	32	5,384,546
33	Total net assets or fund balances	4,976,455	33	5,417,546
34	Total liabilities and net assets/fund balances	9,962,764	34	14,672,540

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	6,315,097
2 Total expenses (must equal Part IX, column (A), line 25)	2	5,440,006
3 Revenue less expenses Subtract line 2 from line 1	3	875,091
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,976,455
5 Other changes in net assets or fund balances (explain in Schedule O)	5	-434,000
6 Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	5,417,546

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

1 Accounting method used to prepare the Form 990. Cash Accrual Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both.

Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
 ► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011Open to Public
Inspection

Name of the organization

Employer identification number

MID-ATLANTIC BROADBAND COOPERATIVE**27-0076588****Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/>	Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/>	Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year		
		Held at the End of the Tax Year
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►		
4 Number of states where property subject to conservation easement is located ►		
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/>	Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►		
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$		
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/>	Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements		

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	► \$
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:	
(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

Schedule D (Form 990) 2011 **MID-ATLANTIC BROADBAND COOPERATIVE** 27-0076588 Page 2**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a Public exhibition
- b Scholarly research
- c Preservation for future generations

- d Loan or exchange programs
- e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table.

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
3a(i)		
3a(ii)		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements	42,158	6,159		35,999
d Equipment	1,650,924	346,690		1,304,234
e Other	2,611,079			2,611,079
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)			►	3,951,312

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ►**Part VIII Investments—Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 13.) ►**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ►**Part X Other Liabilities.** See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Schedule D (Form 990) 2011 **MID-ATLANTIC BROADBAND COOPERATIVE** 27-0076588 Page 4**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1	6,315,097
2 Total expenses (Form 990, Part IX, column (A), line 25)	2	5,440,006
3 Excess or (deficit) for the year. Subtract line 2 from line 1	3	875,091
4 Net unrealized gains (losses) on investments	4	
5 Donated services and use of facilities	5	
6 Investment expenses	6	
7 Prior period adjustments	7	
8 Other (Describe in Part XIV)	8	0
9 Total adjustments (net) Add lines 4 through 8	9	
10 Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	875,091

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1 Total revenue, gains, and other support per audited financial statements	1	6,315,097
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a Net unrealized gains on investments	2a	
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV)	2d	
e Add lines 2a through 2d	2e	
3 Subtract line 2e from line 1	3	6,315,097
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV)	4b	
c Add lines 4a and 4b	4c	
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	6,315,097

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1 Total expenses and losses per audited financial statements	1	5,440,006
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIV)	2d	
e Add lines 2a through 2d	2e	
3 Subtract line 2e from line 1	3	5,440,006
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV.)	4b	0
c Add lines 4a and 4b	4c	
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	5,440,006

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2; Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

Part XIV Supplemental Information (continued)

SCHEDULE J
(Form 990)
Department of the Treasury
Internal Revenue Service
Compensation Information
For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011**Open to Public Inspection**

Name of the organization

MID-ATLANTIC BROADBAND COOPERATIVEEmployer identification number
27-0076588**Part I Questions Regarding Compensation**

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III

<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?
b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?
b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a	<input checked="" type="checkbox"/>	
4b	<input checked="" type="checkbox"/>	
4c	<input checked="" type="checkbox"/>	
5a		
5b		
6a		
6b		
7		
8		
9		

MID-ATLANTIC BROADBAND COOPERATIVE 27-0076588**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)–(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)–(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 THOMAS DERISO	(i) 155,398	30,000	0	0	0	185,398	0
2	(ii) 0	0	0	0	0	0	0
3	(iii) 0	0	0	0	0	0	0
4	(i) 0	0	0	0	0	0	0
5	(ii) 0	0	0	0	0	0	0
6	(iii) 0	0	0	0	0	0	0
7	(i) 0	0	0	0	0	0	0
8	(ii) 0	0	0	0	0	0	0
9	(iii) 0	0	0	0	0	0	0
10	(i) 0	0	0	0	0	0	0
11	(ii) 0	0	0	0	0	0	0
12	(iii) 0	0	0	0	0	0	0
13	(i) 0	0	0	0	0	0	0
14	(ii) 0	0	0	0	0	0	0
15	(iii) 0	0	0	0	0	0	0
16	(i) 0	0	0	0	0	0	0

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

MID-ATLANTIC BROADBAND COOPERATIVE

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number
27-0076588

Form 990 - Organization's Mission or Most Significant Activities

TO DEVELOP, CONSTRUCT, OPERATE AND MARKET A FIBER-OPTIC CABLE AND OPTICAL TRANSPORT NETWORK IN ORDER TO PROMOTE ECONOMIC DEVELOPMENT OF THE SOUTHERN VIRGINIA REGION FOR THE BENEFIT OF ALL OF ITS CITIZENS, AND TO ENGAGE IN ANY OTHER ACTIVITIES IN FURTHERANCE OF SUCH PURPOSES.

Form 990, Part VI, Line 6 - Classes of Members or Stockholders

CLASS A MEMBERS - CONSIST OF THE FOUNDING MEMBERS, AND ANY ADDITIONAL OR SUBSTITUTE CLASS A MEMBERS AS MAY BE DESIGNATED BY THE BOARD OF DIRECTORS IN ITS SOLE DISCRETION. INITIALLY AND UNTIL FULL MEMBERSHIP IS FIRST ACHIEVED, THE CLASS A MEMBERS SHALL ELECT ALL DIRECTORS. FROM AND AFTER THE FIRST TIME THAT EACH OF CLASS A, B, C AND D HAS FIVE (5) MEMBERS (SUCH EVENT, "FULL MEMBERSHIP"), THE MEMBERS OF CLASS A SHALL ELECT UP TO EIGHT (8) DIRECTORS.

CLASS B MEMBERS - CONSIST OF TELECOMMUNICATION CARRIERS, INTERNET SERVICE PROVIDERS, CERTIFIED LOCAL EXCHANGE CARRIERS, TELECOMMUNICATIONS SERVICE PROVIDERS AND OTHER WHOLESALE PURCHASERS OF SERVICES. FROM AND AFTER THE FIRST TIME THAT EACH OF CLASS A, B, C AND D HAS FIVE (5) MEMBERS (SUCH EVENT, "FULL MEMBERSHIP"), THE MEMBERS OF CLASS B SHALL ELECT ONE (1) DIRECTOR.

CLASS C MEMBERS - CONSIST OF GOVERNMENT/RESEARCH ENTITIES, MEDICAL FACILITIES & DEVELOPMENT PURCHASERS OF SERVICES, INCLUDING WITHOUT LIMITATION ALL LEVELS OF EDUCATIONAL INSTITUTIONS AND SCHOOLS, BOTH PUBLIC

Schedule O (Form 990 or 990-EZ) (2011)

Page 2

Name of the organization

MID-ATLANTIC BROADBAND COOPERATIVE

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AND PRIVATE, AND EDUCATIONAL RESEARCH INSTITUTES, NON-PROFITS AND SIMILAR ENTITIES. FROM AND AFTER THE FIRST TIME THAT EACH OF CLASS A, B, C AND D HAS FIVE (5) MEMBERS (SUCH EVENT, "FULL MEMBERSHIP"), THE MEMBERS OF CLASS C SHALL ELECT ONE (1) DIRECTOR.

CLASS D MEMBERS - CONSIST OF COMMERCIAL AND INDUSTRIAL PURCHASERS OF SERVICES. FROM AND AFTER THE FIRST TIME THAT EACH OF CLASS A, B, C AND D HAS FIVE (5) MEMBERS (SUCH EVENT, "FULL MEMBERSHIP"), THE MEMBERS OF CLASS D SHALL ELECT ONE (1) DIRECTOR.

Form 990, Part VI, Line 7a - Election of Members and Their Rights
 INITIALLY AND UNTIL FULL MEMBERSHIP IS FIRST ACHIEVED, THE CLASS A MEMBERS SHALL ELECT ALL DIRECTORS. FROM AND AFTER THE FIRST TIME THAT EACH OF CLASS A, B, C AND D HAS FIVE (5) MEMBERS (SUCH EVENT, "FULL MEMBERSHIP"), (i) THE MEMBERS OF CLASS A SHALL ELECT UP TO EIGHT (8) DIRECTORS, AND (ii) THE MEMBERS OF CLASS B, C AND D SHALL ELECT ONE (1) DIRECTOR EACH. THE DIRECTORS ELECTED BY THE CLASS B, C AND D MEMBERS, RESPECTIVELY, SHALL BE ELECTED AT THE NEXT ANNUAL MEETING OF THE MEMBERS FOLLOWING THE ACHIEVEMENT OF FULL MEMBERSHIP.

Form 990, Part VI, Line 11b - Organization's Process to Review Form 990
 THE PREPARED FORM 990 IS REVIEWED BY THE CHAIRMAN OF THE BOARD OF DIRECTORS PRIOR TO BEING FILED WITH THE IRS.

Form 990, Part VI, Line 12c - Enforcement of Conflicts Policy
 AN ANNUAL REQUEST FOR DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST IS COMPLETED BY ALL OFFICERS AND DIRECTORS TO DETERMINE IF THERE ARE ANY

Name of the organization

MID-ATLANTIC BROADBAND COOPERATIVE

Employer identification number

27-0076588

SIGNIFICANT RISKS TO THE ORGANIZATION.

Form 990, Part VI, Line 15a - Compensation Process for Top Official
COMPENSATION REQUESTS FOR ALL OFFICERS WERE SUBMITTED TO THE INDEPENDENT PERSONNEL AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS FOR REVIEW, CONSIDERATION AND RECOMMENDATION TO THE FULL BOARD OF DIRECTORS. COMPARABILITY DATA WAS USED TO ESTABLISH COMPENSATION FOR THESE POSITIONS. AFTER DELIBERATION, THE FULL BOARD VOTED AND APPROVED THE PROPOSED COMPENSATION REQUEST. THIS PROCESS WAS LAST UNDERTAKEN DURING THE FISCAL YEAR 2012.

Form 990, Part VI, Line 15b - Compensation Process for Officers
SEE NARRATIVE ABOVE AS IT APPLIES TO OTHER OFFICERS AND KEY EMPLOYEES OF THE ORGANIZATION.

Form 990, Part VI, Line 19 - Governing Documents Disclosure Explanation
PURSUANT TO IRC 6104, FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, AND CONFLICT OF INTEREST POLICIES ARE NOT REQUIRED TO BE DISCLOSED. ACCORDINGLY, THESE DOCUMENTS ARE NOT AVAILABLE TO THE PUBLIC AT THIS TIME.

Form 990, Part XI, Line 5 - Other Changes in Net Assets Explanation
RETURN OF MEMBERS' CONTRIBUTION - \$14,000
ADJUSTMENT OF PRIOR YEAR UNDERSTATEMENT OF DEFERRED REVENUE - \$420,000